

RECORDATION NO. 27836 FILED

MAR 12 '09 -4 00 PM

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SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A LESTER

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1984)

March 12, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of September 26, 2007, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: General Electric Railcar Services Corporation
161 North Clark Street, 7th Floor
Chicago, IL 60601

[Lessee: CCC Transport Company
333 Cypress Run Ste. 200
Houston, TX 77094

Guarantor: Continental Carbon Company
333 Cypress Run, Suite 200
Houston, TX 77094]

Anne K. Quinlan, Esquire
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A description of the railroad equipment covered by the enclosed document is:

120 railcars: CTNX 4801 - CTNX 4920.

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

This Memorandum of Lease Agreement dated as of September 26, 2007 by General Electric Railcar Services Corporation, a Delaware corporation (the "Lessor").

WITNESSETH:

As of the date hereof, the Lessor, CCC Transport Company, a Delaware corporation (the "Lessee"), and Continental Carbon Company, a Delaware corporation (the "Guarantor"), are parties to that certain Rider No. 6 dated October 23, 1998 (the "Lease Agreement"), which incorporates by reference the terms of that certain Master Net Lease Agreement 1568-00 dated October 23, 1998 among the Lessor, the Lessee and the Guarantor, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railroad cars listed on Exhibit A hereto.

IN WITNESS WHEREOF, the undersigned has caused this memorandum to be duly executed by its officer duly authorized as of the date hereof

**GENERAL ELECTRIC RAILCAR
SERVICES CORPORATION**

By: 

Name: Mark Stefani

Title: Vice President

[Memorandum of Lease Agreement]

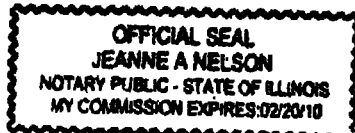
STATE OF ILLINOIS

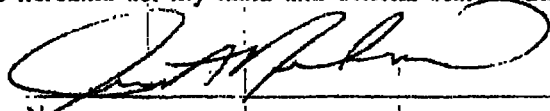
)
) SS:

COUNTY OF COOK

On this, the 26th day of September, 2007, before me, a Notary Public in and for said County and State, personally appeared Mark Stefani, a Vice President of General Electric Railcar Services Corporation, who acknowledged himself to be a duly authorized officer of General Electric Railcar Services Corporation, and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.




Name: _____
Notary Public
My Commission Expires: 2/20/2010
Carl City

[Memorandum of Lease Agreement]

**EXHIBIT A
CAR LIST**

<u>Unit</u> <u>Count</u>	<u>Car</u> <u>Mark</u>	<u>Car</u> <u>Number</u>						
1	CTNX	4801	43	CTNX	4843	87	CTNX	4887
2	CTNX	4802	44	CTNX	4844	88	CTNX	4888
3	CTNX	4803	45	CTNX	4845	89	CTNX	4889
4	CTNX	4804	46	CTNX	4846	90	CTNX	4890
5	CTNX	4805	47	CTNX	4847	91	CTNX	4891
6	CTNX	4806	48	CTNX	4848	92	CTNX	4892
7	CTNX	4807	49	CTNX	4849	93	CTNX	4893
8	CTNX	4808	50	CTNX	4850	94	CTNX	4894
9	CTNX	4809	51	CTNX	4851	95	CTNX	4895
10	CTNX	4810	52	CTNX	4852	96	CTNX	4896
11	CTNX	4811	53	CTNX	4853	97	CTNX	4897
12	CTNX	4812	54	CTNX	4854	98	CTNX	4898
13	CTNX	4813	55	CTNX	4855	99	CTNX	4899
14	CTNX	4814	56	CTNX	4856	100	CTNX	4900
15	CTNX	4815	57	CTNX	4857	101	CTNX	4901
16	CTNX	4816	58	CTNX	4858	102	CTNX	4902
17	CTNX	4817	59	CTNX	4859	103	CTNX	4903
18	CTNX	4818	60	CTNX	4860	104	CTNX	4904
19	CTNX	4819	61	CTNX	4861	105	CTNX	4905
20	CTNX	4820	62	CTNX	4862	106	CTNX	4906
21	CTNX	4821	63	CTNX	4863	107	CTNX	4907
22	CTNX	4822	64	CTNX	4864	108	CTNX	4908
23	CTNX	4823	65	CTNX	4865	109	CTNX	4909
24	CTNX	4824	66	CTNX	4866	110	CTNX	4910
25	CTNX	4825	67	CTNX	4867	111	CTNX	4911
26	CTNX	4826	68	CTNX	4868	112	CTNX	4912
27	CTNX	4827	69	CTNX	4869	113	CTNX	4913
28	CTNX	4828	70	CTNX	4870	114	CTNX	4914
29	CTNX	4829	71	CTNX	4871	115	CTNX	4915
30	CTNX	4830	72	CTNX	4872	116	CTNX	4916
31	CTNX	4831	73	CTNX	4873	117	CTNX	4917
32	CTNX	4832	74	CTNX	4874	118	CTNX	4918
33	CTNX	4833	75	CTNX	4875	119	CTNX	4919
34	CTNX	4834	76	CTNX	4876	120	CTNX	4920
35	CTNX	4835	77	CTNX	4877			
36	CTNX	4836	78	CTNX	4878			
37	CTNX	4837	79	CTNX	4879			
38	CTNX	4838	80	CTNX	4880			
39	CTNX	4839	81	CTNX	4881			
40	CTNX	4840	82	CTNX	4882			
41	CTNX	4841	83	CTNX	4883			
42	CTNX	4842	84	CTNX	4884			
			85	CTNX	4885			
			86	CTNX	4886			

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

3/12/09



Robert W. Alvord